

EXHIBIT A

Thomas M. Kennedy, Esq.
Susan M. Jennik, Esq.
KENNEDY, JENNIK & MURRAY, P.C.
113 University Place, 7th floor
Telephone: (212) 358-1500
Facsimile: (212) 358-0207
Attorneys for IUE-CWA

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION CORP., et al.,	: 09-50026 (REG)
	:
f/k/a GENERAL MOTORS CORP., et al.,	: (Jointly Administered)
	:
Debtors.	:
	:
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**ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 363(b) TO
APPROVE ASSIGNMENT OF CLAIM OF IUE-CWA TO A VEBA TRUST**

Upon the motion, dated December 2, 2010 (the “Assignment of Claim Motion”) of IUE-CWA, the Industrial Division of the Communications Workers of America, AFL-CIO, CLC (“IUE-CWA”), pursuant to 11 U.S.C. §§ 105 and 363(b), for entry of an order approving the assignment of the claim of IUE-CWA to a VEBA trust, as more fully described in the Assignment of Claim Motion, the Court finds and determines the following:

- (a) Consideration of the Assignment of Claim Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).
- (b) Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- (c) The Court has jurisdiction consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.

(d) The relief sought in the Assignment of Claim Motion is in the best interest of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Assignment of Claim Motion establish just cause for the relief granted herein.

(e) Notice of the Assignment of Claim Motion, as provided therein was due and proper and no further notice of the Assignment of Claim Motion is necessary.

(f) Upon the record of the Hearing, and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Assignment of Claim Motion is granted;
2. The Transfer of Claim Agreement, attached to the Assignment of Claim Motion as Exhibit C is approved.
3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2010

UNITED STATES BANKRUPTCY JUDGE